Philip W. Danziger Julia A. Lopez **REED SMITH LLP**

506 Carnegie Center, Suite 300

Princeton, NJ 08540

Princeton, New Jersey 08540

Telephone: (609) 987-0050 Facsimile: (609) 951-0824

Richard Schirtzer

(pro hac vice forthcoming)

QUINN EMANUEL URQUHART & SULLIVAN, LLP

865 S. Figueroa St., 10th Floor Los Angeles, CA 90017

Telephone: (213) 443-3000 Facsimile: (213) 443-3100

Adam Abensohn

(pro hac vice forthcoming)

Sandra Bresnick

(pro hac vice forthcoming)

Christopher Kercher

(pro hac vice forthcoming)

Jesse Bernstein

(pro hac vice forthcoming)

Leigha Empson

(pro hac vice forthcoming)

QUINN EMANUEL URQUHART & SULLIVAN, LLP

51 Madison Avenue, 22nd Floor

New York, NY 10010

Telephone: (212) 849-7000

Facsimile: (212) 849-7100

Attorneys for Defendants

UNITED STATES DISTRICT COURT DISTRICT OF NEW JERSEY

TIAA-CREF LARGE-CAP GROWTH FUND, et al.,

Plaintiffs,

v.

ALLERGAN PLC, et al.,

Civil Action No. 2:17-cv-11089 (KSH) (CLW)

[PROPOSED] ORDER

Defendants.

THIS MATTER having been brought before the Court upon the motion of Defendants Allergan plc, Paul Bisaro, Brenton L. Saunders, R. Todd Joyce, Maria Teresa Hilado, Sigurdur O. Olafsson, David A. Buchen, James H. Bloem, Christopher W. Bodine, Tamar D. Howson, John A. King, Ph.D, Catherine M. Klema, Jiri Michal, Jack Michelson, Patrick J. O'Sullivan, Ronald R. Taylor, Andrew L. Turner, Fred G. Weiss, Nesli Basgoz, Christopher J. Coughlin, and James D'Arecca ("Defendants") pursuant to Rule 12(b)(6) of the Federal Rules of Civil

Procedure, for the entry of an Order dismissing the Amended Complaint in this action, and due notice having been given to Plaintiffs, and the Court having read and considered the submissions of the parties, and for good cause shown,

IT IS on this _____ day of _____, 2020,

ORDERED that Defendants' Motion to Dismiss Plaintiffs' Amended Complaint with prejudice under Rule 12(b)(6) is **GRANTED**;

AND IT IS FURTHER ORDERED that all of the claims set forth in the Amended Complaint are dismissed with prejudice.

HON. KATHARINE S. HAYDEN, UNITED STATES DISTRICT JUDGE